



HEALTH QUARTERLY STATEMENT

As of June 30, 2013  
of the Condition and Affairs of the

Thrive Health Plans, Inc.

NAIC Group Code..... ,  
(Current Period) (Prior Period)

NAIC Company Code..... 14225

Employer's ID Number..... 45-2375150

Organized under the Laws of DC

State of Domicile or Port of Entry DC

Country of Domicile US

Licensed as Business Type Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [ X ]

Incorporated/Organized..... May 20, 2011

Commenced Business..... March 16, 2012

Statutory Home Office

1100 New Jersey Avenue SE, Suite 840..... Washington ..... DC ..... 20003  
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office

1100 New Jersey Avenue SE, Suite 840..... Washington ..... DC ..... 20003 202-821-1100  
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address

1100 New Jersey Avenue SE, Suite 840..... Washington ..... DC ..... 20003  
(Street and Number) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records

1100 New Jersey Avenue SE, Suite 840..... Washington ..... DC ..... 20003 202-821-1100  
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address

www.thrivehp.com

Statutory Statement Contact

Thomas M Duncan  
(Name)

202-821-1100  
(Area Code) (Telephone Number) (Extension)

tduncan@thrivehp.com  
(E-Mail Address)

202-821-1098  
(Fax Number)

OFFICERS

Name	Title	Name	Title
1. Thomas M Duncan	CEO	2. Dr. Ivan Walks	CMO
3. Patrick Heffernan	CFO	4.	

OTHER

DIRECTORS OR TRUSTEES

Dennis Ellis	Guy Williams	Eddie Hall	Thomas M Duncan
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State of.....  
County of.....

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Thomas M Duncan	Dr. Ivan Walks	Patrick Heffernan
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
CEO	CMO	CFO
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This 19th day of August, 2013

a. Is this an original filing? Yes [ X ] No [ ]

b. If no:

1. State the amendment number

2. Date filed

3. Number of pages attached

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
1. Bonds.....			0	
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....			0	
3. Mortgage loans on real estate:				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			0	
5. Cash (\$....5,044,961), cash equivalents (\$.....0) and short-term investments (\$.....0).....	5,044,961		5,044,961	1,540,253
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....			0	
9. Receivables for securities.....			0	
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	5,044,961	0	5,044,961	1,540,253
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....			0	
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....			0	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			0	
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			0	
16.2 Funds held by or deposited with reinsured companies.....			0	
16.3 Other amounts receivable under reinsurance contracts.....			0	
17. Amounts receivable relating to uninsured plans.....			0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....			0	
19. Guaranty funds receivable or on deposit.....			0	
20. Electronic data processing equipment and software.....			0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....			0	
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	5,044,961	0	5,044,961	1,540,253
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	5,044,961	0	5,044,961	1,540,253

DETAILS OF WRITE-INS

1101. ....			0	
1102. ....			0	
1103. ....			0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0	0
2501. ....			0	
2502. ....			0	
2503. ....			0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....			.....0	
2. Accrued medical incentive pool and bonus amounts.....			.....0	
3. Unpaid claims adjustment expenses.....			.....0	
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....			.....0	
5. Aggregate life policy reserves.....			.....0	
6. Property/casualty unearned premium reserve.....			.....0	
7. Aggregate health claim reserves.....			.....0	
8. Premiums received in advance.....			.....0	
9. General expenses due or accrued.....			.....0	
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....			.....0	
10.2 Net deferred tax liability.....			.....0	
11. Ceded reinsurance premiums payable.....			.....0	
12. Amounts withheld or retained for the account of others.....			.....0	
13. Remittances and items not allocated.....			.....0	
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			.....0	
15. Amounts due to parent, subsidiaries and affiliates.....			.....0	
16. Derivatives.....			.....0	
17. Payable for securities.....			.....0	
18. Payable for securities lending.....			.....0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers and certified \$.....0 reinsurers).....			.....0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			.....0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			.....0	
22. Liability for amounts held under uninsured plans.....			.....0	
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	.....0	.....0	.....0	.....0
24. Total liabilities (Lines 1 to 23).....	.....0	.....0	.....0	.....0
25. Aggregate write-ins for special surplus funds.....	XXX.....	XXX.....	.....0	.....0
26. Common capital stock.....	XXX.....	XXX.....	1,000	1,000
27. Preferred capital stock.....	XXX.....	XXX.....		
28. Gross paid in and contributed surplus.....	XXX.....	XXX.....	5,043,961	1,539,253
29. Surplus notes.....	XXX.....	XXX.....		
30. Aggregate write-ins for other than special surplus funds.....	XXX.....	XXX.....	.....0	.....0
31. Unassigned funds (surplus).....	XXX.....	XXX.....		
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 \$.....0).....	XXX.....	XXX.....		
32.2 .....0.000 shares preferred (value included in Line 27 \$.....0).....	XXX.....	XXX.....		
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX.....	XXX.....	5,044,961	1,540,253
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX.....	XXX.....	5,044,961	1,540,253

DETAILS OF WRITE-INS

2301. ....			.....0	
2302. ....			.....0	
2303. ....			.....0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	.....0	.....0	.....0	.....0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	.....0	.....0	.....0	.....0
2501. ....				
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX.....	XXX.....	.....0	.....0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX.....	XXX.....	.....0	.....0
3001. ....				
3002. ....				
3003. ....				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX.....	XXX.....	.....0	.....0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX.....	XXX.....	.....0	.....0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX.....			
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....			
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....			
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX.....			
5. Risk revenue.....	XXX.....			
6. Aggregate write-ins for other health care related revenues.....	XXX.....	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX.....	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX.....	0	0	0
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....				
11. Outside referrals.....				
12. Emergency room and out-of-area.....				
13. Prescription drugs.....				
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....				
16. Subtotal (Lines 9 to 15).....	0	0	0	0
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	0	0	0
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....				
21. General administrative expenses.....		610,255	87,842	190,731
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....				
23. Total underwriting deductions (Lines 18 through 22).....	0	610,255	87,842	190,731
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	(610,255)	(87,842)	(190,731)
25. Net investment income earned.....		317	1,494	2,519
26. Net realized capital gains (losses) less capital gains tax of \$.....0.....				
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	317	1,494	2,519
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....				
29. Aggregate write-ins for other income or expenses.....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX.....	(609,938)	(86,348)	(188,212)
31. Federal and foreign income taxes incurred.....	XXX.....			
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	(609,938)	(86,348)	(188,212)

DETAILS OF WRITE-INS				
0601. ....	XXX.....			
0602. ....	XXX.....			
0603. ....	XXX.....			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX.....	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX.....	0	0	0
0701. ....	XXX.....			
0702. ....	XXX.....			
0703. ....	XXX.....			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX.....	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX.....	0	0	0
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	1,540,253	1,727,465	1,728,465
34. Net income or (loss) from Line 32.....	(609,938)	(86,348)	(188,212)
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.0.....			
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....			
39. Change in nonadmitted assets.....			
40. Change in unauthorized and certified reinsurance.....			
41. Change in treasury stock.....			
42. Change in surplus notes.....			
43. Cumulative effect of changes in accounting principles.....			
44. Capital changes:			
44.1 Paid in.....	4,114,646		
44.2 Transferred from surplus (Stock Dividend).....			
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....			
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	3,504,708	(86,348)	(188,212)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	5,044,961	1,641,117	1,540,253

DETAILS OF WRITE-INS

4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	0	0	0

**CASH FLOW**

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>CASH FROM OPERATIONS</b>			
1. Premiums collected net of reinsurance.....			
2. Net investment income.....	317	1,494	2,519
3. Miscellaneous income.....			
4. Total (Lines 1 through 3).....	317	1,494	2,519
5. Benefit and loss related payments.....			
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	610,255	87,842	190,731
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....			
10. Total (Lines 5 through 9).....	610,255	87,842	190,731
11. Net cash from operations (Line 4 minus Line 10).....	(609,938)	(86,348)	(188,212)
<b>CASH FROM INVESTMENTS</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....			
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	0	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....			
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....			
13.7 Total investments acquired (Lines 13.1 to 13.6).....	0	0	0
14. Net increase (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	0	0	0
<b>CASH FROM FINANCING AND MISCELLANEOUS SOURCES</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			
16.6 Other cash provided (applied).....	4,114,646		
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	4,114,646	0	0
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	3,504,708	(86,348)	(188,212)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	1,540,253	1,728,465	1,728,465
19.2 End of period (Line 18 plus Line 19.1).....	5,044,961	1,642,117	1,540,253

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001 .....			
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**Exhibit of Premiums, Enrollment and Utilization**  
**NONE**

**Claims Unpaid and Incentive Pool, Withhold and Bonus (Reported and Unreported)**  
**NONE**

**Underwriting and Investment Exhibit**  
**NONE**

NOTES TO FINANCIAL STATEMENTS

Thrive Health Plans, Inc.  
June 30, 2013

1. Summary of Significant Accounting Policies

- A. The accompanying financial statements of Thrive Health Plans, Inc. (the "Company") have been prepared in conformity with the NAIC Annual Statement Instructions and Accounting Policies and Procedures and the laws of the District of Columbia.
- B. The preparation of the financial statements in conformity with the Annual Statement Instructions and Accounting Practices and Procedures manual requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, revenues and expenses in the financial statements and in the disclosure of contingent assets and liabilities. Actual results may differ from those estimates.
- C. (1) The Company has no short-term investments.  
(2) The Company has no bonds.  
(3) The Company has outstanding common stock.  
(4) The Company has no Preferred stocks.  
(5) The Company has no mortgage loans.  
(6) The Company has no loan backed securities.  
(7) The Company has no derivatives.  
(8) The Company has no pharmaceutical rebate receivable.

2. Accounting Changes and Correction of Errors

There were no accounting changes during the current year.

3. Business Combinations and Goodwill

There were no business combinations or goodwill.

4. Discontinued Operations

None

5. Investments

- A. The Company has no mortgage loans.  
B. The Company has no debt restructuring.  
C. The Company has no reverse mortgages.  
D. The Company has no loan-backed securities.  
E. The Company has no repurchase agreements.  
F. The Company has no real estate.  
G. The Company has no investments in Low-Income Housing Tax Credits.

6. Joint Ventures, Partnerships and Limited Liability Companies

The Company has no investments in joint ventures, partnerships or limited liability companies.

7. Investment Income

The Company does not exclude any investment income.

8. Derivative Instruments

The Company has no derivative instruments.

9. Income Taxes

The Company has elected C Corporation federal income tax status and therefore, the Company is subject to federal income taxes.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

None

11. Debt

The Company has no debt.

12. Retirement Plans and Deferred Compensation

The Company currently has no retirement plans or deferred compensation. The plans are to be determined.

13. Capital and Surplus

- (1) Common stock has a par value of \$.01 per share. As of December 31, 2012, 100,000 shares were authorized and outstanding.  
(2) There is no preferred stock.  
(3) There are no dividend restrictions.  
(4) There were no dividends paid.



NOTES TO FINANCIAL STATEMENTS

- (5) There are no restrictions on the portion of the Company's profits that may be paid as ordinary dividends to stockholders.
- (6) There are no restrictions on unassigned funds (surplus)
- (7) There are no advances to surplus not repaid.
- (8) The Company does not hold stock for conversion of preferred stock, employee stock options or stock purchase warrants.

14. Contingencies

- A. The Company did not have any commitments to a joint venture, partnerships or limited liability company.
- B. The Company has no known assessments.
- C. The Company has no gain contingencies.

15. Leases

- A. The Company's current lease has a term of more than one year.
- B. Leasing is not a significant part of the Company's business activities in terms of revenue, net income or assets.

16. About Financial Instruments With Off-Balance-Sheet Risk and Financial Instruments With Concentrations of Credit Risk

None

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilites

The Company did not sell, transfer or service financial assets nor extinguish any liabilities.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

The Company does not have any gain or loss from uninsured or partially insured plans.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

None

20. Fair Value Measurement

None

21. Other Items

- A. Extraordinary Items -- The Company has no extraordinary events or transactions.
- B. Troubled Debt Restructuring -- The Company has no debt.
- C. Other Disclosures -- The Company did not have any other unusual items such as amounts not recorded in the financial statements that represent segregated funds held for others or assets pledged to others as collateral.
- D. Uncollected Premium Balances -- The Company has no uncollected premium balances.

22. Subsequent Events

No events occurred subsequent to the close of the books or accounts for this statement that may have a material effect on the financial condition of the Company.

23. Reinsurance

The Company has no reinsurance of any type in force.

24. Retrospectively Rated Contracts

The Company did not retrospectively rate any contracts.

25. Changes in Incurred Losses and Loss Adjustment Expenses

None

26. Intercompany Pooling Arrangements

The Company is not part of a group of affiliated insurers.

27. Structured Settlements

None

28. Health Care Receivables

The Company has no health care receivables.

NOTES TO FINANCIAL STATEMENTS

29. Participating Policies

The Company does not have any participating policies.

30. Premium Deficiency Reserves

None

31. Anticipated Salvage and Subrogation

None

32. Minimum Net Worth

Under the law of the District of Columbia, the Company is required to maintain a minimum net worth of \$1,500,000. The Company is in compliance with this law.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [ ☐ ] No [ ☒ ]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [ ☐ ] No [ ☒ ]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [ ☐ ] No [ ☒ ]
- 2.2

If yes, date of change:

.....
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [ ☐ ] No [ ☒ ]
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.

- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [ ☐ ] No [ ☒ ]

- 4.2

If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile
N/A		

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?  
If yes, attach an explanation.

Yes [ ☐ ] No [ ☐ ] N/A [ ☒ ]

- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

1/31/2012.....
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

1/31/2012.....
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

3/8/2012.....
- 6.4

By what department or departments?  
Department of Insurance, Securities and Banking

- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [ ☒ ] No [ ☐ ] N/A [ ☐ ]

- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [ ☒ ] No [ ☐ ] N/A [ ☐ ]

- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [ ☐ ] No [ ☒ ]

- 7.2

If yes, give full information:  
N/A

- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [ ☐ ] No [ ☒ ]

- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.  
N/A

- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [ ☐ ] No [ ☒ ]

- 8.4

If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC
N/A					

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

Yes [ ☒ ] No [ ☐ ]

- (a)

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b)

Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c)

Compliance with applicable governmental laws, rules and regulations;
- (d)

The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e)

Accountability for adherence to the code.

- 9.11

If the response to 9.1 is No, please explain:  
N/A

- 9.2

Has the code of ethics for senior managers been amended?

Yes [ ☐ ] No [ ☒ ]

- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).  
N/A

- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [ ☐ ] No [ ☒ ]

- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).  
N/A

PART 1 - FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [ ☐ ] No [ ☒ ]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

N/A.....

**PART 1 - INVESTMENT**

11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes ☐ No ☒

11.2

If yes, give full and complete information relating thereto:  
N/A

12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....0

13.

Amount of real estate and mortgages held in short-term investments:

\$.....0

14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes ☐ No ☒

14.2

If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$ .....0	\$ .....0
14.22 Preferred Stock.....	\$ .....0	\$ .....0
14.23 Common Stock.....	\$ .....0	\$ .....0
14.24 Short-Term Investments.....	\$ .....0	\$ .....0
14.25 Mortgage Loans on Real Estate.....	\$ .....0	\$ .....0
14.26 All Other.....	\$ .....0	\$ .....0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ .....0	\$ .....0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$ .....0	\$ .....0

15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes ☐ No ☒

15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
If no, attach a description with this statement.  
N/A

16.

For the reporting entity's security lending program, state the amount of the following as current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:	\$.....0
16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:	\$.....0
16.3 Total payable for securities lending reporting on the liability page:	\$.....0

17.

Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes ☒ No ☐

17.1

For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Branch Banking & Trust Co.	815 Connecticut Ave NW, Washington DC 20006

17.2

For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
N/A		

17.3

Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes ☐ No ☒

17.4

If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
N/A			

17.5

Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
N/A		

18.1

Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes ☒ No ☐

18.2

If no, list exceptions:  
N/A

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1.	Operating Percentages:		
1.1	A&H loss percent		0.0 %
1.2	A&H cost containment percent		0.0 %
1.3	A&H expense percent excluding cost containment expenses		0.0 %
2.1	Do you act as a custodian for health savings accounts?	Yes [ <input type="checkbox"/> ]	No [ X ]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3	Do you act as an administrator for health savings accounts?	Yes [ <input type="checkbox"/> ]	No [ X ]
2.4	If yes, please provide the amount of funds administered as of the reporting date.		0

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)
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NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1	Direct Business Only							
	Active Status	2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama.....AL								.0	
2. Alaska.....AK								.0	
3. Arizona.....AZ								.0	
4. Arkansas.....AR								.0	
5. California.....CA								.0	
6. Colorado.....CO								.0	
7. Connecticut.....CT								.0	
8. Delaware.....DE								.0	
9. District of Columbia.....DC	L							.0	
10. Florida.....FL								.0	
11. Georgia.....GA								.0	
12. Hawaii.....HI								.0	
13. Idaho.....ID								.0	
14. Illinois.....IL								.0	
15. Indiana.....IN								.0	
16. Iowa.....IA								.0	
17. Kansas.....KS								.0	
18. Kentucky.....KY								.0	
19. Louisiana.....LA								.0	
20. Maine.....ME								.0	
21. Maryland.....MD								.0	
22. Massachusetts.....MA								.0	
23. Michigan.....MI								.0	
24. Minnesota.....MN								.0	
25. Mississippi.....MS								.0	
26. Missouri.....MO								.0	
27. Montana.....MT								.0	
28. Nebraska.....NE								.0	
29. Nevada.....NV								.0	
30. New Hampshire.....NH								.0	
31. New Jersey.....NJ								.0	
32. New Mexico.....NM								.0	
33. New York.....NY								.0	
34. North Carolina.....NC								.0	
35. North Dakota.....ND								.0	
36. Ohio.....OH								.0	
37. Oklahoma.....OK								.0	
38. Oregon.....OR								.0	
39. Pennsylvania.....PA								.0	
40. Rhode Island.....RI								.0	
41. South Carolina.....SC								.0	
42. South Dakota.....SD								.0	
43. Tennessee.....TN								.0	
44. Texas.....TX								.0	
45. Utah.....UT								.0	
46. Vermont.....VT								.0	
47. Virginia.....VA								.0	
48. Washington.....WA								.0	
49. West Virginia.....WV								.0	
50. Wisconsin.....WI								.0	
51. Wyoming.....WY								.0	
52. American Samoa.....AS								.0	
53. Guam.....GU								.0	
54. Puerto Rico.....PR								.0	
55. U.S. Virgin Islands.....VI								.0	
56. Northern Mariana Islands.....MP								.0	
57. Canada.....CAN								.0	
58. Aggregate Other alien.....OT	XXX	.0	.0	.0	.0	.0	.0	.0	.0
59. Subtotal.....	XXX	Status Missing..	Status Missing..	Status Missing..	Status Missing..	Status Missing..	Status Missing..	Status Missing..	Status Missing..
60. Reporting entity contributions for Employee Benefit Plans.....	XXX							.0	
61. Total (Direct Business).....	(a).....1	.0	.0	.0	.0	.0	.0	.0	.0

DETAILS OF WRITE-INS

58001. ....								.0	
58002. ....								.0	
58003. ....								.0	
58998. Summary of remaining write-ins for line 58 from overflow page.....		.0	.0	.0	.0	.0	.0	.0	.0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above).....		.0	.0	.0	.0	.0	.0	.0	.0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer; (E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state. (a) Insert the number of L responses except for Canada and Other Alien.

**Sch. Y-Part 1**  
**NONE**

**Schedule Y-Part 1A**  
**NONE**



**SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES**

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	<div>NO</div>

**Explanation:**  
1.

**Bar Code:**



**Overflow Page**  
**NONE**

**Sch. A-Verification**  
**NONE**

**Sch. B-Verification**  
**NONE**

**Sch. BA-Verification**  
**NONE**

**Sch. D-Verification**  
**NONE**

**Sch. D-Part 1B**  
**NONE**

**Sch. DA-Part 1**  
**NONE**

**Sch. DA-Verification**  
**NONE**

**Sch. DB-Pt A-Verification**  
**NONE**

**Sch. DB-Pt B-Verification**  
**NONE**

**Sch. DB-Pt C-Sn 1**  
**NONE**

**Sch. DB-Pt C-Sn 2**  
**NONE**

**Sch. DB-Verification**  
**NONE**

**Sch. E-Verification**  
**NONE**

**Sch. A-Pt 2**  
**NONE**

**Sch. A-Pt 3**  
**NONE**

**Sch. B-Pt 2**  
**NONE**

**Sch. B-Pt 3**  
**NONE**

**Sch. BA-Pt 2**  
**NONE**

**Sch. BA-Pt 3**  
**NONE**

**Sch. D-Pt 3**  
**NONE**

**Sch. D-Pt 4**  
**NONE**

**Sch. DB-Pt A-Sn 1**  
**NONE**

**Sch. DB-Pt B-Sn 1**  
**NONE**

**Sch. DB-Pt B-Sn 1B-Broker List**  
**NONE**

**Sch. DB-Pt D-Sn 1**  
**NONE**

**Sch. DB-Pt D-Sn 2**  
**NONE**

**Sch. DL-Pt. 1**  
**NONE**

**Sch. DL-Pt. 2**  
**NONE**

**SCHEDULE E - PART 1 - CASH**

**Month End Depository Balances**

1  Depository	2  Code	3  Rate of Interest	4  Amount of Interest Received During Current Quarter	5  Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9  *
					6  First Month	7  Second Month	8  Third Month	
Open Depositories								
BB&T BANK.....		.....0.010		.....317	.....1,884,785	.....1,713,954	.....5,044,961	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	.....0	.....317	.....1,884,785	.....1,713,954	.....5,044,961	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	.....0	.....317	.....1,884,785	.....1,713,954	.....5,044,961	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	.....0	.....317	.....1,884,785	.....1,713,954	.....5,044,961	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
Other Cash Equivalents							
NONE.....		N/A.....					
8599999. Total - Other Cash Equivalents.....					0	0	0
8699999. Total - Cash Equivalents.....					0	0	0